

Richard M. Pachulski (CA Bar No. 90073)  
James I. Stang (CA Bar No. 94435)  
Dean A. Ziehl (CA Bar No. 84529)  
Linda F. Cantor (CA Bar No. 153762)  
Debra I. Grassgreen (CA Bar No. 169978)  
PACHULSKI STANG ZIEHL & JONES LLP  
10100 Santa Monica Blvd., 13<sup>th</sup> Floor  
Los Angeles, California 90067-4100  
Telephone: 310/277-6910 / Facsimile: 310/201-0760  
Email: rpachulski@pszjlaw.com  
jstang@pszjlaw.com  
dziehl@pszjlaw.com  
lcantor@pszjlaw.com  
dgrassgreen@pszjlaw.com

Proposed Attorneys for Debtor  
and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION**

In re:

American Suzuki Motor Corporation,<sup>1</sup>  
  
Debtor.

Case No.: 8:12-bk-22808 (SC)

Chapter 11

**STIPULATION REGARDING MOTION OF  
DEBTOR FOR ORDER (A) PROHIBITING  
UTILITIES FROM ALTERING, REFUSING,  
OR DISCONTINUING SERVICE, AND (B)  
DETERMINING ADEQUATE ASSURANCE  
OF PAYMENT FOR FUTURE UTILITY  
SERVICES**

American Suzuki Motor Corporation, the above-captioned debtor and debtor in possession (the “**Debtor**”), and Southern California Edison Company (“**Edison**” and, together with the Debtor, the “**Parties**”), hereby jointly submit this stipulation (the “**Stipulation**”) regarding the *Motion of Debtor for Order (A) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, and (B) Determining Adequate Assurance of Payment for Future Utility Services* [Docket No. 18] and state as follows:

**RECITALS**

WHEREAS, on November 5, 2012 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 8739. The Debtor’s address is: 3251 East Imperial Highway, Brea, California 92821.

WHEREAS, the Debtor filed the Motion on the Petition Date;

WHEREAS, pursuant to the Motion, the Debtors seek, among other things, (i) to prohibit Edison from altering, refusing, or discontinuing services to the Debtor without further order of this Court and (ii) to provide a cash deposit to Edison in an amount equal to two weeks of the Debtor's estimated average monthly cost of services provided by Edison as adequate assurance of payment pursuant to section 366 of the Bankruptcy Code;

WHEREAS, on November 20, 2012, Edison filed the *Opposition to Motion of Debtor for Order (A) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, and (B) Determining Adequate Assurance of Payment for Future Utility Services* [Docket No. 173] (the "**Opposition**");

WHEREAS the Parties desire to conserve judicial resources and administrative costs; and

WHEREAS the Parties intend that the above recitals be included in the Stipulation and hereby do incorporate the recitals into this Stipulation.

### STIPULATION

The Parties hereto, intending to be legally bound, stipulate and agree to the entry of an Order of the Court that provides as follows:

1. Edison shall not be prevented from terminating utility services, consistent with the procedures set forth under applicable state law, regulations and tariffs, if the Debtor becomes delinquent on post-petition utility services and procedures related thereto, and Edison shall not be prohibited from exercising its state law rights, as set forth in applicable state laws, regulations and/or tariffs, to terminate the Debtor's utility service for post-petition payment default or any other lawful reason after the Petition Date, provided that the Debtor retains its right to seek relief from this Court in connection therewith as permitted by applicable law.

2. Debtor shall provide Edison a cash deposit in the amount of \$23,300.00 within twenty-one (21) days after the entry of an Order approving this Stipulation.

3. Upon receipt of the deposit, Edison agrees that it will be deemed to have received adequate assurance of payment in accordance with section 366 of the Bankruptcy Code.

4. Upon Court approval of this Stipulation, Edison's Opposition shall be deemed withdrawn.

5. This Stipulation is subject to the approval of the Court.

6. This Stipulation shall be effective and binding upon the Parties upon entry of an Order of the Court approving this Stipulation, and shall govern the rights between the Debtor and Edison notwithstanding anything to the contrary contained in any order of this Court approving the Motion.

7. This Stipulation may be executed in any number of counterparts, each of which, when executed and delivered, shall be deemed to be an original, and all of which, when taken together, shall constitute one and the same agreement.

Dated: December 5, 2012

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ John W. Lucas

Richard M. Pachulski  
James I. Stang  
Dean A. Ziehl  
Linda F. Cantor  
Debra I. Grassgreen

Proposed Attorneys for Debtor  
and Debtor in Possession

DATED: December 3, 2012

PATRICIA A. CIRUCCI  
LAURA A. MEYERSON  
CARLA M. BLANC

By: /s/ Carla M. Blanc  
Carla M. Blanc

Attorneys for Utility, Southern California Edison  
Company

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

150 California Street, 15<sup>th</sup> Floor, San Francisco, CA 94111

A true and correct copy of the document entitled (*specify*): *STIPULATION REGARDING MOTION OF DEBTOR FOR ORDER (A) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE, AND (B) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES* will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **December 5, 2012**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:**

On (*date*) **December 5, 2012**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

The Honorable Scott C. Clarkson  
U.S. Bankruptcy Court  
411 West Fourth Street, Courtroom 5C  
Santa Ana, CA 92701-4593

☒ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **December 5, 2012**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

12-5-12  
*Date*

Kati L. Suk  
*Printed Name*

/s/ Kati L. Suk  
*Signature*

Service List:

Via NEF:

- Jason W Bank jbank@kerr-russell.com, vmckinnie@kerr-russell.com
- Martin R Barash mbarash@ktbslaw.com
- Michael J Bujold Michael.J.Bujold@usdoj.gov
- Frank Cadigan frank.cadigan@usdoj.gov
- Charles Canter charles.canter@usdoj.gov
- Linda F Cantor lcantor@pszjlaw.com, lcantor@pszjlaw.com
- George B Cauthen george.cauthen@nelsonmullins.com,  
steve.morrison@nelsonmullins.com;jody.bedenbaugh@nelsonmullins.com;steve.mckelvey@nelsonmullins.com;joan.kishline@nelsonmullins.com
- Wendy Chang wchang@hinshawlaw.com
- Shirley Cho scho@pszjlaw.com
- Shawn M Christianson cmcintire@buchalter.com
- Donald H Cram dhc@severson.com
- Joseph A Eisenberg jae@jmbm.com
- Andrew S Elliott ase@severson.com
- Scott Ewing contact@omnimgt.com, sewing@omnimgt.com
- William A Frazell bk-bfrazell@oag.state.tx.us
- Barry V Freeman bfreeman@jmbm.com, bfreeman@jmbm.com
- Donald L Gaffney dgaffney@swlaw.com
- Duane M Geck dmgeck@severson.com
- Debra I Grassgreen dgrassgreen@pszyjw.com
- Eric M Heller eric.m.heller@irscounsel.treas.gov
- Teddy M Kapur tkapur@pszjlaw.com
- Andy Kong Kong.Andy@ArentFox.com
- Kristin R Lamar nclgign@hotmail.com
- Kenneth T Law ken@bbslaw.com
- John W Lucas jlucas@pszjlaw.com
- Kerri A Lyman klyman@irell.com
- Gabriel R Macconail gmacconail@sidley.com
- Laura A Meyerson laura.meyerson@sce.com
- Aram Ordubegian ordubegian.aram@arentfox.com
- David M Poitras dpoitras@jmbm.com
- Jeffrey M. Reisner jreisner@irell.com
- Susan K Seflin sseflin@wrslawyers.com
- James Stang jstang@pszjlaw.com
- United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov
- Elizabeth Weller dallas.bankruptcy@publicans.com
- Kimberly S Winick kwinick@clarktrev.com
- Dean A Ziehl dziehl@pszjlaw.com, dziehl@pszjlaw.com

Via US Mail

Committee Member Advantage Suzuki LLC James Morrell 760 Central Ave. Albany, NY 12206	Committee Member Ball Automotive Group – Ball Suzuki John Ball 1935 National City Blvd. National City, CA 91950	Committee Member Suzuki of Wichita East, LLC Scott Pitman 11610 E. Kellogg Wichita, KS 97207
Committee Member Siltanen, Inc. dba Siltanen & Partners Advertising Tim Murphy 353 Coral Circle El Segundo, CA 90245	Committee Member Royal Suzuki Brad Smith 2621 Cedar Lodge Drive Baton Rouge, LA 70809	Committee Member Planet Suzuki Helmi Felfel 110 Northchase Dr. Charlotte, NC 28213
Committee Member D2K, Inc. dba Suzuki of Huntsville, Shoals Suzuki and Varsity Suzuki c/o Thomas E. Baddley, Jr. 850 Shades Creek Parkway Suite 310 Birmingham, AL 35209	Internal Revenue Service PO Box 7346 Philadelphia, PA 19101	Securities & Exchange Commission 5670 Wilshire Blvd., 1th Floor Los Angeles, CA 90036
Employment Development Dept. Bankruptcy Group MIC 92E PO Box 826880 Sacramento, CA 94280-0001	US Attorney General US Dept. of Justice Ben Franklin Station PO Box 683 Washington, DC 20044	Franchise Tax Board CA Bankruptcy Section, MS: A-340 PO Box 2952 Sacramento, CA 95812-2952
State Board of Equalization Attn: Special Procedures Section PO Box 942879, 450 N. St. Sacramento, CA 95814	Missouri Dept. of Revenue Bankruptcy Unit Attn: Steven A. Ginther P.O. Box 475 Jefferson City, MO 65105-0475	Tennessee Department of Revenue c/o Tennessee Attorney General's Office, Bankruptcy Division PO Box 20207 Nashville, TN 37202-0207
Michael G. Wilson One Energy Plaza Jackson, MI 49201		

Via Email:

Counsel to the Official Committee of Unsecured Creditors Jeffrey M. Resiner, Esq. Kerri A. Lyman, Esq. Irell & Manella LLP 840 Newport Center Drive Suite 400 Newport Beach, CA 92660-6324 Email: jreisner@irell.com klyman@irell.com	Counsel for Suzuki Motor Corporation Klee Tuchin Bogdanoff & Stern LLP Michael L. Tuchin, Lee R. Bogdanoff Martin R. Barash & David A. Fidler 1999 Avenue of the Stars, 39th Floor Los Angeles, CA 90067 Email: mtuchin@ktbslaw.com lbogdanoff@ktbslaw.com mbarash@ktbslaw.com dfidler@ktbslaw.com	Office of the United States Trustee Frank Cadigan Michael J. Bujold 411 W Fourth Street, Ste 9041 Santa Ana, CA 92701 Email: ustpregion16.sa.ecf@usdoj.gov; Michael.j.bujold@usdoj.gov
--	---	---

<p>Counsel for GE Commercial Distribution Finance and GE Capital Retail Bank Larry J. Nyhan Gabriel MacConaill Sidley Austin LLP 1 South Dearborn Chicago, IL 60603 Email: lnyhan@sidley.com gmacconail@sidley.com</p>	<p>Counsel for the Texas Comptroller of Accounts William A. Frazell, Assistant Attorney General Bankruptcy &amp; Collections Division P.O. Box 12548 Austin, TX 78711-2548 Email: bill.frazell@texasattorneygeneral.gov</p>	<p>Counsel to Nissan Motor Acceptance Corporation Duane M. Geck Andrew S. Elliot Donald H. Cram Severson &amp; Werson, P.C. One Embarcadero Center, 2600 San Francisco, CA 94111 Fax: 415-956-0439 Email: dmg@severson.com ase@severson.com dhc@severson.com</p>
<p>Counsel for American Suzuki Motor Corporation George B. Cauthen, Esq. Nelson Mullins Riley &amp; Scarborough, LLP 1320 Main St., 17<sup>th</sup> Floor P.O. Box 11070 Columbia, SC 29201 Email: George.cauthen@nelsonmullins.com jody.bedenbaugh@nelsonmullins.com steve.morrison@nelsonmullins.com steve.mckelvey@nelsonmullins.com</p>	<p>Counsel for Oracle USA, Inc. Shawn M. Christianson, Esq. Buchalter Nemer 55 Second Street, Suite 1700 San Francisco, CA 94105-3493 Email: schristianson@buchalter.com</p>	<p>Counsel for Classic Suzuki, LLC Wallace Jordan Ratliff &amp; Brandt LLC c/o Stephen P. Leara, Esq PO Box 530910 Birmingham, AL 35253 Email: sleara@wallacejordan.com gwlee@wallacejordan.com</p>
<p>Counsel for United Parcel Service, Inc. Lawrence M. Schwab, Esq. Kenneth T. Law, Esq. Bialson Bergen &amp; Schwab A Professional Corporation 2600 El Camino Real, Suite 300 Palo Alto, CA 94306 Email: klaw@bbslaw.com</p>	<p>Counsel to Ally Financial Charles M. Tatelbaum Hinshaw &amp; Culbertson LLP One East Broward Blvd., Ste 1010 Ft. Lauderdale, FL 33301 Email: ctatelbaum@hinshawlaw.com</p>	<p>Counsel for EPLICA, Inc. Nikhil Chawla, Esq. Kristin Lamar, Esq. New Chapter Law Group 2121 Palomar Airport Road, Suite 110 Carlsbad, CA 92011 Email: attorney@newchapterlaw.com</p>
<p>Counsel to Ally Financial Desmond J. Hinds Filomena E. Meyer Hinshaw &amp; Culbertson LLP 11601 Wilshire Blvd., Ste 800 Los Angeles, CA 90025 Email: dhinds@hinshawlaw.com fmeyer@hinshawlaw.com</p>	<p>Counsel to Fitzgerald Auto Mall, Inc., Wheaton Motor City, Inc. and Fitzgerald Motors, Inc. ARENT FOX LLP Attn: Andy S. Kong, Esq. 555 West Fifth Street, 48<sup>th</sup> Floor Los Angeles, CA 90013 Email: kong.andy@arentfox.com</p>	<p>Counsel to Ally Financial Esperanza Segarra Hinshaw &amp; Culbertson LLP 25254 Ponce de Leon Blvd., 4<sup>th</sup> Floor Coral Gables, FL 33134 Email: esegarra@hinshawlaw.com</p>
<p>Counsel to SunTrust Bank Robert K. Imperial, Esq. Williams Mullen PO Box 1000 Raleigh, NC 27602 Email: rimperial@williamsmullen.com</p>		